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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ANNUAL AUDITED REPORT
FORM X-17A-5
PART III

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FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 01/01/08 AND ENDING 12/31/08
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: CAPITAL INVESTMENTS, INC.

OFFICIAL USE ONLY

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

FIRM I.D. NO.

1815 SATELITE BOULEVARD SUITE 502

DULUTH

(No. and Street)
GA.

30097

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

JAMES M. HAMILTON

678-473-1277

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

REED, QUINN & MCCLURE, LLC

(Name - if individual, state last, first, middle name)

6055 ATLANTIC BOULEVARD, SUITE A-1

NORCROSS

GA

30071-1347

(Address)

SECURITIES AND EXCHANGE COMMISSION
RECEIVEDSEC. 17(a) Processing
Section

CHECK ONE:

☒ Certified Public Accountant☐ Public Accountant☐ Accountant not resident in United States or any of its possessions

FEB 19 2009

FEB 19 2009

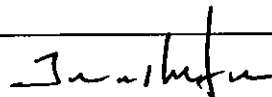
BRANCH OF REGISTRATIONS
AND
EXAMINATIONS
02Washington, DC
111

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*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

OATH OR AFFIRMATION

I, JAMES M. HAMILTON, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Capital Investments, Inc, as of DECEMBER 31, 2008, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:



Signature

PRESIDENT

Title



Notary Public

Notary Public, Fulton County, Georgia
My Commission Expires Dec. 28, 2009

This report ** contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of Changes in Financial Condition.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☒ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☒ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☒ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☒ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☒ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☒ (m) A copy of the SIPC Supplemental Report.
- ☒ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

CAPITAL INVESTMENTS, INC.

FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION
FOR THE YEARS ENDED
DECEMBER 31, 2008 AND 2007
AND
INDEPENDENT AUDITORS' REPORT

CAPITAL INVESTMENTS, INC.
FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2008 AND 2007

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Reed, Quinn & McClure, LLC

CERTIFIED PUBLIC ACCOUNTANTS

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Norcross, Georgia 30071-1347
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Larry N. Reed, CPA
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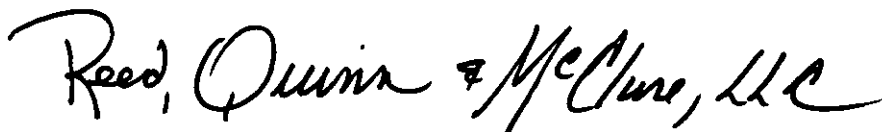
INDEPENDENT AUDITORS' REPORT

To the Stockholder of
Capital Investments, Inc.:

We have audited the accompanying balance sheet of Capital Investments, Inc. as of December 31, 2008 and 2007, and the related statements of income, stockholder's equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Capital Investments, Inc. as of December 31, 2008 and 2007, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.



Norcross, Georgia
January 22, 2009

CAPITAL INVESTMENTS, INC.
BALANCE SHEETS
DECEMBER 31, 2008 AND 2007

| ASSETS | <u>2008</u> | <u>2007</u> |
|--|----------------------|----------------------|
| Cash | \$ 16,068 | \$ 24,014 |
| Certificate of deposit, including accrued interest | 19,804 | 19,153 |
| Prepaid insurance | 263 | 263 |
| CRD Deposit | 262 | 262 |
| Total assets | \$ <u>36,397</u> | \$ <u>43,692</u> |
| LIABILITIES AND STOCKHOLDER'S EQUITY | | |
| Liabilities | | |
| Accounts payable | \$ <u>1,880</u> | \$ <u>1,900</u> |
| Stockholder's equity: | | |
| Common stock of \$1 par value; 50,000 shares authorized; 500 shares issued and outstanding | 500 | 500 |
| Additional paid-in capital | 74,534 | 74,534 |
| Retained earnings (deficit) | <u>(40,517)</u> | <u>(33,242)</u> |
| Total Stockholder's equity | <u>34,517</u> | <u>41,792</u> |
| Total liabilities and stockholder's equity | \$ <u>36,397</u> | \$ <u>43,692</u> |

The accompanying notes are an integral part of these financial statements.

CAPITAL INVESTMENTS, INC.
STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

| | <u>2008</u> | <u>2007</u> |
|------------------------------------|-------------------|------------------|
| Income | | |
| Miscellaneous | \$ - | \$ 35,000 |
| Interest income | <u>651</u> | <u>274</u> |
| Total income | <u>651</u> | <u>35,274</u> |
| Operating expenses | | |
| Management and administrative fees | 10 | 10,019 |
| Securities license fees and dues | 1,315 | 960 |
| Legal and professional | 6,237 | 9,238 |
| Insurance | <u>364</u> | <u>364</u> |
| Total operating expenses | <u>7,926</u> | <u>20,581</u> |
| Net income (loss) | \$ <u>(7,275)</u> | \$ <u>14,693</u> |

The accompanying notes are an integral part of these financial statements.

CAPITAL INVESTMENTS, INC.
STATEMENTS OF STOCKHOLDER'S EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

| | | | | |
|------------------------------|-------------------|-------------------|--------------------|------------------|
| Balance at December 31, 2006 | \$ 500 | \$ 68,534 | \$ (47,935) | \$ 21,099 |
| Capital contributed | | 6,000 | | 6,000 |
| Net income (loss) | <u> </u> | <u> </u> | <u>14,693</u> | <u>14,693</u> |
| Balance at December 31, 2007 | \$ <u>500</u> | \$ <u>74,534</u> | \$ <u>(33,242)</u> | \$ <u>41,792</u> |
| Net income (loss) | <u> </u> | <u> </u> | <u>(7,275)</u> | <u>(7,275)</u> |
| Balance at December 31, 2008 | \$ <u>500</u> | \$ <u>74,534</u> | \$ <u>(40,517)</u> | \$ <u>34,517</u> |

The accompanying notes are an integral part of these financial statements.

CAPITAL INVESTMENTS, INC.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

| | <u>2008</u> | <u>2007</u> |
|---|-------------------------|-------------------------|
| Cash flows from operating activities: | | |
| Net income (loss) | \$ (7,275) | \$ 14,693 |
| Adjustment to reconcile net income to cash provided by operating activities: | | |
| (Increase) decrease in CRD Deposit | - | 305 |
| Increase (Decrease) in accounts payable | <u>(20)</u> | <u>1,900</u> |
| Net cash provided(used) by operating activities | <u>(7,295)</u> | <u>16,898</u> |
| Cash flows from investing activities: | | |
| Invested in certificate of deposit | <u>(651)</u> | <u>(274)</u> |
| Cash flows from financing activities: | | |
| Additional capital contributed by stockholder | <u>-</u> | <u>6,000</u> |
| Net increase (decrease) in cash | (7,946) | 22,624 |
| Cash at beginning of year | <u>24,014</u> | <u>1,390</u> |
| Cash at end of year | \$ <u><u>16,068</u></u> | \$ <u><u>24,014</u></u> |

The accompanying notes are an integral part of these financial statements.

CAPITAL INVESTMENTS, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2008 AND 2007

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Capital Investments, Inc. (the Company) was organized on September 23, 1977, for the business purpose of acting as a Broker-Dealer for securities and real estate interests of all types.

Income Taxes

Federal and state income taxes are not provided as the stockholder has elected, under the applicable federal and state laws, to have the Company treated as an "S" corporation for income tax purposes.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents

For purposes of the statements of cash flows, the Company considers all demand deposits and highly liquid investments with initial maturities of three months or less to be cash equivalents. The balances in the Company's bank accounts, as reflected in the bank's records, are insured by the Federal Deposit Insurance Corporation up to \$250,000.

2. RELATED PARTY TRANSACTIONS

The Company has entered into a management agreement with Hamilton Commercial Realty, Inc. ("HCR"), a company affiliated through common ownership. In accordance with the terms of the agreement, HCR, Inc. is to receive substantially all the Company's income less related expenses such as salesmen's commissions, securities license fees, etc. In return, HCR, Inc. will provide office space for the Company and will be responsible for certain overhead expenses to include accounting support, telephone, travel, and other ordinary and necessary expenses.

The company did not pay any management fees to HCR, Inc. in 2008 and paid \$10,000 in management fees in 2007.

SUPPLEMENTAL INFORMATION

INDEPENDENT AUDITORS' REPORT ON
SUPPLEMENTAL INFORMATION

To the Stockholder of
Capital Investments, Inc.:

Our report on the audits of the basic financial statements of Capital Investments, Inc. for the years ended December 31, 2008 and 2007 appears on page 1. Those audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The following schedules are included as supplemental information to the financial statements:

| | |
|------------|--|
| Schedule 1 | Computation of Net Capital under Rule 15c3-1 |
| Schedule 2 | Other Supplemental Information |

These schedules are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Reed, Quinn & McClure, LLC

Norcross, Georgia
January 22, 2009

Schedule 1

CAPITAL INVESTMENTS, INC.
COMPUTATION OF NET CAPITAL UNDER RULE 15C3-1
DECEMBER 31, 2008 AND 2007

| | <u>2008</u> | <u>2007</u> |
|---------------------------------------|-------------------------|-------------------------|
| Total stockholder's equity | \$ 34,517 | \$ 41,792 |
| Less unallowable assets (as defined): | | |
| Prepaid insurance | 263 | 263 |
| CRD Deposit | <u>262</u> | <u>262</u> |
| Net capital (as defined) | 33,992 | 41,267 |
| Net capital required (as defined) | <u>5,000</u> | <u>5,000</u> |
| Excess net capital | \$ <u><u>28,992</u></u> | \$ <u><u>36,267</u></u> |

Schedule 2

CAPITAL INVESTMENTS, INC.
OTHER SUPPLEMENTAL INFORMATION
DECEMBER 31, 2008 AND 2007

- I. There were no liabilities subordinated to claims of general creditors for the years ended December 31, 2008 and 2007.
- II. The Corporation qualified for exemption of reserve requirements and information relating to possession and control requirements under paragraph (k)(2)(i) of Rule 15c3-3.
- III. Liabilities of the Company are excluded from the computation of aggregate indebtedness under paragraph (c)(1)(viii) of Rule 15c3-1.
- IV. The Corporation does not hold securities and therefore procedures for safeguarding securities, as provided for by paragraph (i)(2) of Rule 17a-5, are not applicable.
- V. In accordance with paragraph (d)(4) of Rule 17a-5, the following is a reconciliation between the computation of net capital per Schedule 1 of this report and the computation of net capital as reflected in Part II-A of the Focus Report filed by Capital Investments, Inc.

| | <u>2008</u> | <u>2007</u> |
|--|------------------|------------------|
| Net capital per Part II-A of the Focus Report | \$ 34,517 | \$ 41,792 |
| Difference due to rounding | <u>-</u> | <u>-</u> |
| Net capital per Schedule 1 | <u>\$ 34,517</u> | <u>\$ 41,792</u> |

INDEPENDENT AUDITORS' REPORT ON
MATERIAL INADEQUACIES

To the Stockholder of
Capital Investments, Inc.:

In accordance with the provisions of sections (g)(3) and (j) of SEC Rule 17a-5, no material inadequacies in the accounting system or internal control were noted during our audits.

Reed, Quinn & McClure, LLC

Norcross, Georgia
January 22, 2009

END